

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

8523-D

EVANS / **EVANS RAILCAR**
PRODUCTS COMPANY **LEASING COMPANY**
DIVISION

4-209A084

No. JUL 27 1984

Date

Fee \$ 10.00

ICC Washington, D.C.

RECORDATION NO. 8523-2 Filed 1425

JUL 27 1984 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

ICC OFFICE OF
THE SECRETARY
JUL 27 2 01 PM '84
MOTOR OPERATING UNIT

June 29, 1984

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing three fully executed counterparts of that certain Supplemental Agreement dated as of April 6, 1984. The parties to the Supplemental Agreement are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: The Paul Revere Life
Insurance Company
1275 King Street
Greenwich, Connecticut 06830

A description of the equipment covered by the Supplemental Agreement and is attached hereto as Exhibits A and B.

The enclosed Supplemental Agreement relates to that certain Chattel Mortgage (Railroad Equipment Security Agreement) dated as of July 15, 1976 and recorded with Interstate Commerce Commission on October 14, 1976 as ICC Recordation No. 8523. Accordingly, we request that the Supplemental Agreement be filed as subfiling under that number.

Secretary
Interstate Commerce Commission

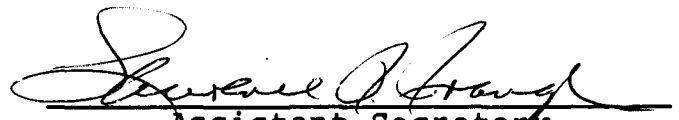
June 29, 1984
Page Two

Enclosed herewith is a check in the amount of \$10.00 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Supplemental Agreement not required to be kept by you, or, if it is not possible to return it to the bearer, send it to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

Enclosures

EXHIBIT A
ISSUE AF
"DELETED CAR NUMBERS"

Description

26 Boxcars

Reporting Marks

AMR 5001-5020
AMC 508
AMC 502
AMC 504
AMC 507
AMC 511
AMC 513

EXHIBIT B

ISSUE AF

"REPLACEMENT CAR NUMBERS"

Description

26 Boxcars

Reporting Marks

USLX 50161-50180
USLX 50307-50311
BCH 840

SUPPLEMENTAL AGREEMENT JUL 27 1984 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

This Supplemental Agreement dated as of April 6, 1984, is by and between The Paul Revere Insurance Company (hereinafter called the "Lender") and Evans Railcar Leasing Company, an Illinois Corporation, by name change successor to United States Railway Leasing Company (hereinafter called the "Company").

W I T N E S S E T H:

WHEREAS, the Lender and the Company have executed and delivered with and to each other that certain Loan and Security Agreement, Issue AF, dated as of July 15, 1976, (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with 49 USC Section 11303 and assigned Recordation No. 8523; and

WHEREAS, pursuant to said Agreement, the Company granted the Lender a security interest in certain railroad cars (hereinafter called the "Equipment"); and

WHEREAS, the Company and the Lender desire to modify and amend the Agreement to reflect changes in identifying marks with respect to certain units of Equipment.

NOW, THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Agreement is hereby amended by deleting from Schedule I thereof, the car numbers described in Exhibit A hereto (hereinafter called "Deleted Car Numbers"), and subjecting to the lien thereof and adding to Schedule I thereof, the car numbers described in Exhibit B hereto (hereinafter called "Replacement Car Numbers").

2. The term "Equipment" as used in the Agreement shall hereafter, for all purposes, include the Replacement Car Numbers and shall not hereafter include the Deleted Car Numbers.

3. The Company will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission and recorded in accordance with 49 USC 11303.

4. Except as amended and supplemented hereby, the Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed as of the 6th day of April, 1984.

[CORPORATE SEAL]

ATTEST:

THE PAUL REVERE INSURANCE
COMPANY

W.C. Crooks
Assistant Secretary

By: CR Reynolds

[CORPORATE SEAL]

ATTEST:

EVANS RAILCAR LEASING COMPANY

Shirley B. Humph
Assistant Secretary

By: W. A. Peak

EXHIBIT A
ISSUE AF
"DELETED CAR NUMBERS"

Description

26 Boxcars

Reporting Marks

AMR 5001-5020
AMC 508
AMC 502
AMC 504
AMC 507
AMC 511
AMC 513

EXHIBIT B
ISSUE AF
"REPLACEMENT CAR NUMBERS"

Description

26 Boxcars

Reporting Marks

USLX 50161-50180
USLX 50307-50311
BCH 840

STATE OF

CITY AND COUNTY OF

On this 30th day of April, 1984, before me personally appeared W. C. Crauth and C. A. Reynolds, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of The Paul Revere Insurance Co., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

3/31/89

Carol Courtney
Notary Public **CAROL COURTNEY**
NOTARY PUBLIC
My Commission Expires March 31, 1989

STATE OF

COUNTY OF COOK

On this 6th day of April, 1984, before me personally appeared Paul R. Leak and Laurence Prange, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

February 4, 1985

Susan S. Muehlefeld
Notary Public